

**STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT**

IN THE MATTER OF:

Fran Span Global, LLC, its Partners.

**Members, Officers, Directors, Agents, Employees,
Affiliates, Successors and Assigns; and**

Directors, Agents, Employees, Affiliates, Successors;

The Healthy Life Style Place of Oak Park, LLC,

its Partners. Members, Officers,

Directors, Agents, Employees, Affiliates, Successors

And Assigns

And

Physicians Wellcare Centers of America A/K/A PWCA

Its Partners. Members, Officers,

Directors, Agents, Employees, Affiliates, Successors

And Assigns

) File No. C1100208

TEMPORARY ORDER OF PROHIBITION

TO THE RESPONDENTS:

Fran Span Global, LLC
U.S. Corporate Headquarters
Oak Brook Pointe
700 Commerce Drive
Suite 500
Oak Brook, Illinois 60523

The Healthy Life Style Place of Oak Park, LLC
700 Commerce Drive
Suite 500
Oak Brook, Illinois 60523

Physicians Wellcare Centers of America
Attention: Roger Akey, Attorney at Law
841 Prudential Drive
Suite 1200
Jacksonville, Florida 32207

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On information and belief, I, Jesse White, Secretary of State for the State of Illinois, through my designated representative, who has been fully advised in the premises by the staff of the Securities Department, Office of the Secretary of State, herein find:

BACKGROUND FACTS

1. Fran Span Global, LLC (Respondent "Fran Span Global" or collectively with Respondents The Healthy Life Style Place of Oak Park, LLC and Physicians Wellcare Centers of America "Respondents") is an unknown entity. Its last known address is 700 Commerce Drive, Oak Brook, Illinois.
2. The Healthy Life Style Place of Oak Park, LLC, (Respondent "Healthy Life Style" or collectively with Respondents Fran Span Global, LLC and Physicians Wellcare Centers of America "Respondents") is a Nevada Limited Liability Company which is currently in default. Its last known address is 700 Commerce Drive, Oak Brook, Illinois.
3. Physicians Wellcare Centers of America A/K/A PWCA, (Respondent "Physicians Wellcare Centers of America" or collectively with Respondents Fran Span Global, LLC and The Healthy Life Style Place of Oak Park, LLC "Respondents") is an unknown entity. The Respondents Private Offering Memorandum states Physicians Wellcare Centers of America is a subsidiary of Fran Span Global, LLC.
4. Respondents solicited thousands of Illinois investors with a general solicitation with lists purchased from the American Medical Association (AMA) database of physicians in Illinois.
5. That starting in 2010, Respondents offered and sold securities in the form of Membership Interest Shares in The Healthy Life Style Place of Oak Park, LLC. Respondent offering is "on a "best efforts" basis, 35 Units of Class "A" Membership Interest Share with each Unit equal to One and Four Tenths Percent (1.4%) equity ownership in The Healthy Life Style Place of Oak Park, LLC".
6. Respondents' cold called the investors using "Business Analysts", and Carol Myers d/b/a Chris Morgan. These Business Analysts were formerly pharmacy representatives, from outside of Illinois
7. During the cold calls the Respondents had the Business Analysts fill out a database, the database failed to ascertain if investors were accredited.

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8. Respondents sent the investors a Private Placement Memorandum (PPM) which determined if the investor was accredited.
9. That the activities set forth in paragraphs above constitute the offer and sale of Membership Interest Shares, and therefore a security, as those terms are defined in Section 2.1, 2.5 and 2.5a of the Illinois Securities Law of 1953, 815 ILCS 5/1 *et seq.*

COUNT I

815 ILCS 5/12.A and D violations: Respondents are unregistered securities.

- 1-9. Paragraphs 1-9 are re-alleged and incorporated by reference.
10. Respondents failed to file an application for registration of the above-referenced securities with the Secretary of State and as a result, the securities were not registered pursuant to Section 5 of the Act prior to their offer and sale in the State of Illinois.
11. Section 5 of the Act provides, *inter alia*, that all securities except those exempt under Section 3 of the Act or those offered and sold in transactions exempt under Section 4 of the Act shall be registered with the Secretary of State prior to their offer or sale in the State of Illinois.
12. Section 12.A of the Illinois Securities Law of 1953, 815 ILCS 5/1 *et seq.*, (the "Act") states that it shall be a violation of the provisions of this Act for any person to "offer or sell any security except in accordance with the provisions of this Act."
13. Section 12.D of the Illinois Securities Law of 1953, 815 ILCS 5/1 *et seq.*, states that it shall be a violation of the provisions of the Act for any person to "fail to file with the Secretary of State any application, report or document under the provisions of this Act or any rule or regulation made by the Secretary of State pursuant to this Act or to fail to comply with the terms of any order of the Secretary of State issued pursuant to Section 11 hereof.
14. By virtue of the foregoing, Respondents violated Sections 12.A and 12.D of the Act.

COUNT II

815 ILCS 5/12.C violations: Respondents are unregistered Dealer/Salesperson.

- 1-9. Paragraphs 1-9 are re-alleged and incorporated by reference.

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10. Through the conduct described in paragraphs above, the respondents acted as a dealer and/or salesperson for the sale of Membership Interest Shares to investors.
11. That 12.C of the Act provides, *inter alia*, that it shall be a violation of the Act for any person to act as a dealer and/or salesperson unless registered such, where such registration is required under this Act.
12. That at all relevant times, the respondents were not registered as a dealer and/or salesperson under the Act.
13. That by acting as a salesperson and/or dealer in the State of Illinois, without being registered as such, respondent violated section 12.C of the Act.
14. The aforementioned findings are based upon credible evidence.
15. Section 11.F(2) of the Act provides, *inter alia*, that the Secretary of State may temporarily prohibit the offer or sale of securities by any person, without notice and prior hearing, if the Secretary of State shall deem it necessary to prevent an imminent violation of the Act or to prevent losses to investors that will occur as a result of prior violations of the Act.

The entry of this **Temporary Order of Prohibition** prohibiting Respondents, or their agents, affiliates, successors and employees, from offering or selling securities in the State of Illinois is in the public interest and for the protection of the investing public and is consistent with the purposes intended by the provisions of the Act.

NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondents; Fran Span Global, LLC its Partners, Members, Officers, Directors, Agents, Employees, Affiliates, Successors, and Assigns, The Healthy Life Style Place of Oak Park, LLC, its Partners, Members, Officers, Directors, Agents, Employees, Affiliates, Successors, and Assigns, and Physicians Wellcare Centers of America, its Partners, Members, Officers, Directors, Agents, Employees, Affiliates, Successors, and Assigns are **Temporarily Prohibited** from offering or selling securities in or from this State until the further Order of the Secretary of State.

NOTICE is hereby given that Respondents may request a hearing on this matter by transmitting such request in writing to the Director, Illinois Securities Department, 69 West Washington Street, Suite 1220, Chicago, Illinois 60602. Such request must be made within thirty (30) calendar days of the date of entry of the **Temporary Order of Prohibition**. Upon receipt of a request for hearing, a hearing will be scheduled as soon

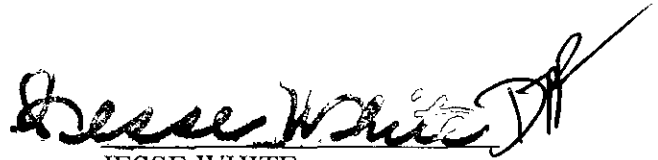
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as reasonably practicable. A request for hearing will not stop the effectiveness of this Temporary Order of Prohibition and will extend the effectiveness of this Temporary Order of Prohibition for sixty (60) days from the date the hearing request is received by the Department.

FAILURE BY ANY RESPONDENT TO REQUEST A HEARING WITHIN THIRTY (30) CALENDAR DAYS AFTER ENTRY OF THIS TEMPORARY ORDER OF PROHIBITION SHALL CONSTITUTE AN ADMISSION OF ANY FACTS ALLEGED HEREIN AND SHALL CONSTITUTE SUFFICIENT BASIS TO MAKE THIS TEMPORARY ORDER OF PROHIBITION FINAL.

Dated: This 11th day of May 2011.

A handwritten signature in black ink, appearing to read "Jesse White", with a long, sweeping flourish extending from the end of the signature.

JESSE WHITE
Secretary of State
State of Illinois

Attorney for the Secretary of State:

Mary A. Lopez
Illinois Secretary of State Securities Department
69 West Washington Street
Chicago, Illinois 60602
312-793-3023